

RECORDATION NO. 23270-B FILED

DEC 21 '00 3-13 PM  
TS  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

December 21, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Memorandum of Trust Indenture and Security Agreement, dated as of December 21, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number 23270.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: Wilmington Trust Company  
100 North Market Street  
Wilmington, Delaware 19890

Indenture Trustee: State Street Bank and Trust  
Company of Connecticut, N.A.  
Global Investor Services Group  
Corporate Trust  
P.O. Box 778  
Boston, MA 02102-0778

A description of the railroad equipment covered by the enclosed document is:

81 locomotives CP 8500 - CP 8580

Mr. Vernon A. Williams  
December 21, 2000  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture and Security Agreement between  
Wilmington Trust Company, Owner Trustee, and State Street Bank  
Trust Company of Connecticut, N.A., Indenture Trustee, covering  
81 locomotives CP 8500 - CP 8580.

Also enclosed is a check in the amount of \$26.00 payable to the order  
of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT  
(CPRC 2000-A)**

Memorandum of Trust Indenture and Security Agreement, made and entered into as of December 21, 2000, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and State Street Bank and Trust Company of Connecticut, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (CPRC 2000-A), dated as of December \_\_, 2000 (the "*Trust Indenture*"), by which the Owner Trustee has granted a first priority security interest and a first priority mortgage lien in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

2. This Memorandum of said Trust Indenture is being recorded with the Surface Transportation Board of the United States pursuant to Section 11301 of Title 49 of the United States Code.

3. The parties hereto are the same parties to said Trust Indenture and such parties do hereby acknowledge and confirm the rights and obligations made therein and the interests of the Indenture Trustee therein.

4. The parties hereto acknowledge that said Trust Indenture shall be available for inspection by contacting the following party:

Treasurer or Assistant Treasurer  
Soo Line Railroad Company  
Suite 1700  
501 Marquette Avenue  
Minneapolis, Minnesota 55402


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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
**Jill K. Morrison**  
**Financial Services Officer**  
Executed on this 18 day of December, 2000.

STATE STREET BANK AND TRUST COMPANY OF  
CONNECTICUT, NATIONAL ASSOCIATION, not  
in its individual capacity, but solely as  
Indenture Trustee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this \_\_\_\_ day of December, 2000.

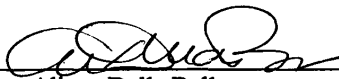
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By: \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of December, 2000.

STATE STREET BANK AND TRUST COMPANY OF  
CONNECTICUT, NATIONAL ASSOCIATION, not  
in its individual capacity, but solely as  
Indenture Trustee

By:  \_\_\_\_\_  
Name: Alison Della Bella  
Title: Assistant Vice President

Executed on this 18 day of December, 2000.

STATE OF Delaware )  
 ) SS.:  
COUNTY OF New Castle )

On this, the 18 day of December, 2000, before me, a Notary Public in and for said County and State, personally appeared Mr. K. Morrison, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on December 18, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Leigh Emmi  
Name: LEIGH EMMI  
Notary Public NOTARY PUBLIC  
My Commission Expires: My Commission Expires August 1, 2002  
Residing in Delaware

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of December, 2000, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, that said instrument was signed on December \_\_, 2000 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of December, 2000, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on December \_\_, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

COMMONWEALTH OF MASSACHUSETTS )  
 ) SS.:  
COUNTY OF SUFFOLK )

On this, the 18 day of December, 2000, before me, a Notary Public in and for said County and State, personally appeared Alison Della Bella, who being by me duly sworn, says that (s)he is the Assistant Vice President of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, that said instrument was signed on December \_\_, 2000 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

**Ellen M. Sutton**  
**Notary Public**  
**My Commission Expires November 24, 2006**

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric Model AC4400 Diesel Electric Locomotives	81	CP 8500 through CP 8580, inclusive